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OF COUNSEL
URBAN A. LESTER

September 19, 2000

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

RECORDATION NO. 22585-A FILED
SEP 21 '00 2-20 PM
TS
SURFACE TRANSPORTATION BOARD

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Amendment No. 1 to Railroad Equipment Lease, dated as of June 9, 2000, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railroad Equipment Lease which was previously filed with the Board under Recordation Number 22585.

The names and addresses of the parties to the enclosed document are:

Lessee: Joseph Transportation, Inc.
300 Pike Street
Cincinnati, OH 45202

Lessor: Joseph Leasing Ltd.
300 Pike Street
Cincinnati, OH 45202

A description of the railroad equipment covered by the enclosed document is:

115 railcars within the series DJJX 19000 - DJJX 19192

Mr. Vernon A. Williams
September 19, 2000
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Amendment No. 1 to Equipment Lease between
Joseph Leasing, Ltd., Lessor, and Joseph Transportation, Inc., Lessee,
covering 115 railcars within the series DJJX 19000 - DJJX 19192.

Also enclosed is a check in the amount of \$26.00 payable to the order of the
Surface Transportation Board covering the required recordation fee.

Kindly return stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in cursive script, appearing to read "Robert W. Alvord", written in dark ink.

Robert W. Alvord

RWA/anm
Enclosures

MEMORANDUM OF
RAILROAD EQUIPMENT LEASE AGREEMENT

SEP 21 '00

2-20 PM

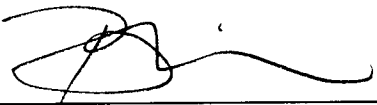
SURFACE TRANSPORTATION BOARD

This **MEMORANDUM OF AMENDMENT NO. 1 TO RAILROAD EQUIPMENT LEASE AGREEMENT** ("Memorandum of Amendment No. 1") entered into this ___ day of June, 2000, is intended to evidence Amendment No. 1 dated as of June 7, 2000 ("Amendment No. 1"), between **JOSEPH LEASING LTD. (formerly DJJ LEASING LTD.)**, an Ohio limited liability company ("Joseph Leasing"), and **JOSEPH TRANSPORTATION, INC. (FORMERLY THE DAVID J. JOSEPH COMPANY, TRANSPORTATION SERVICES DIVISION)**, a Delaware corporation ("Joseph Transportation"), for the purpose of satisfying the requirements of recordation with the Surface Transportation Board under Section 49 of U.S.C. 11301.

WHEREAS, this Memorandum of Amendment No. 1 is being filed by the parties to delete sixty (60) Units from the Lease Agreement between Joseph Leasing and Joseph Transportation (the "Agreement") dated October 11, 1999 by deleting Exhibit A and replacing it with Exhibit A-1 attached hereto.

Joseph Transportation has the right to use the one hundred fifteen (115) Units and is renting from Joseph all the Units at the rentals and upon the terms and conditions provided in the Agreement.

IN WITNESS WHEREOF, Joseph Leasing and Joseph Transportation, each pursuant to due corporate authority, has executed this Memorandum of Amendment No. 1 on the date indicated below its signature.

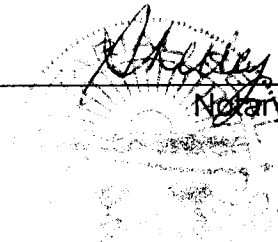
JOSEPH LEASING LTD.By: Name: Douglas F. McMillanTitle: PresidentDate: June 9, 2000**JOSEPH TRANSPORTATION, INC.**By: Name: Ken W. MillerTitle: Exexecutive Vice PresidentDate: June 9, 2000

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 9th day of June, 2000, by Douglas F. McMillan, the President of Joseph Leasing Ltd., an Ohio limited liability company, on behalf of the company.

My Commission expires:

July 22, 2002

 Shelley B. Bacon
Notary Public
SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

STATE OF OHIO)
)
COUNTY OF HAMILTON) SS:

The foregoing instrument was acknowledged before me this 9th day of June, 2000, by Ken W. Miller, the Executive Vice President of Joseph Transportation, Inc., a Delaware corporation, on behalf of the corporation.

My Commission expires:

July 22, 2002

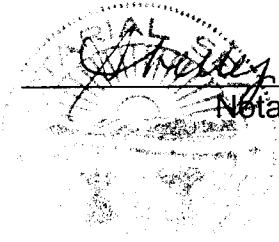
 Shelley B. Bacon
Notary Public
SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002

EXHIBIT A-1

To the Memorandum of Amendment No. 1 dated June 9, 2000, between Joseph Leasing Ltd. and Joseph Transportation, Inc.

One hundred fifteen railcars bearing the marks as follows:

DJJX	19000	DJJX	19054	DJJX	19120
DJJX	19002	DJJX	19055	DJJX	19121
DJJX	19003	DJJX	19056	DJJX	19122
DJJX	19004	DJJX	19057	DJJX	19123
DJJX	19005	DJJX	19060	DJJX	19124
DJJX	19006	DJJX	19061	DJJX	19125
DJJX	19007	DJJX	19062	DJJX	19127
DJJX	19008	DJJX	19063	DJJX	19128
DJJX	19009	DJJX	19064	DJJX	19129
DJJX	19010	DJJX	19067	DJJX	19171
DJJX	19011	DJJX	19070	DJJX	19178
DJJX	19012	DJJX	19072	DJJX	19179
DJJX	19013	DJJX	19073	DJJX	19180
DJJX	19014	DJJX	19075	DJJX	19181
DJJX	19015	DJJX	19076	DJJX	19182
DJJX	19016	DJJX	19077	DJJX	19183
DJJX	19017	DJJX	19078	DJJX	19184
DJJX	19018	DJJX	19080	DJJX	19185
DJJX	19019	DJJX	19081	DJJX	19186
DJJX	19020	DJJX	19082	DJJX	19187
DJJX	19022	DJJX	19083	DJJX	19188
DJJX	19023	DJJX	19085	DJJX	19189
DJJX	19024	DJJX	19086	DJJX	19190
DJJX	19025	DJJX	19087	DJJX	19191
DJJX	19026	DJJX	19088	DJJX	19192
DJJX	19027	DJJX	19089		
DJJX	19028	DJJX	19092		
DJJX	19029	DJJX	19093		
DJJX	19030	DJJX	19094		
DJJX	19031	DJJX	19095		
DJJX	19033	DJJX	19096		
DJJX	19034	DJJX	19097		
DJJX	19035	DJJX	19098		
DJJX	19036	DJJX	19100		
DJJX	19037	DJJX	19101		
DJJX	19038	DJJX	19103		
DJJX	19039	DJJX	19106		
DJJX	19040	DJJX	19108		
DJJX	19042	DJJX	19110		
DJJX	19044	DJJX	19113		
DJJX	19047	DJJX	19114		
DJJX	19048	DJJX	19115		
DJJX	19050	DJJX	19117		
DJJX	19051	DJJX	19118		
DJJX	19052	DJJX	19119		